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SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

March 14, 2011

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Subleases, dated as of March 14, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement being filed under Recordation Number 29639-A.

The names and addresses of the parties to the enclosed document are:

Assignee:	Banc of America Leasing & Capital, LLC 2059 Northlake Parkway, 4 th Floor Tucker, Georgia 30084
Assignor:	Rail Trusts Equipment, Inc. 1661 Beach Blvd. Jacksonville, Florida 32250

Chief
Section of Administration
March 14, 2011
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A description of the railroad equipment covered by the enclosed document is:

65 hopper railcars: LIMX 2000 - LIMX 2064 (previously marked within the series MPSX 93006 - MPSX 97033.

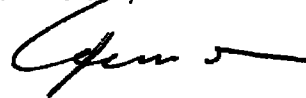
A short summary of the document to appear in the index is:

Memorandum of Assignment of Subleases.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT OF SUBLEASES

between

**RAIL TRUSTS EQUIPMENT, INC.
as Lessee**

and

**BANC OF AMERICA LEASING & CAPITAL, LLC,
as Lessor**

**FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO 49 U.S.C.
§11301**

On _____, 201__ at ____:____.m.

MEMORANDUM OF ASSIGNMENT OF SUBLEASES

THIS MEMORANDUM OF ASSIGNMENT OF SUBLEASES is effective as of March 14, 2011, 2011, by and between RAIL TRUSTS EQUIPMENT, INC. ("Lessee") and BANC OF AMERICA LEASING & CAPITAL, LLC, ("Lessor"), with reference to the following:

Lessee, as lessee, Lessor, as lessor, are parties to that certain Subleasing Consent and Amendment dated as of _____ (as amended, the "Subleasing Consent and Amendment") whereby Lessee has pledged, assigned, transferred and granted to Lessor, a continuing, first priority security interest in any and all Lease Agreements (as defined in the Subleasing Consent and Amendment) to the extent the same relate to the railcars described in Exhibit A hereto (the "Units"), together with all proceeds thereof, including proceeds in the form of goods, accounts, chattel paper, documents, instruments, general intangibles, investment property, deposit accounts, letter of credit rights and supporting obligations, and all books and records solely regarding the leasing or subleasing of the Units under the Agreement, the Schedules thereto and the Lease Agreements (each as defined in the Subleasing Consent and Amendment).

[*signatures appear on next page*]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment of Subleases to be executed as of the date first above written.

Banc of America Leasing & Capital, LLC

RAIL TRUSTS EQUIPMENT, INC.

By: Donna Askren
Name: Donna Askren
Title: Assistant Vice President

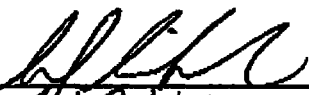
By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment of Subleases to be executed as of the date first above written.

Banc of America Leasing & Capital, LLC

RAIL TRUSTS EQUIPMENT, INC.

By: _____
Name: _____
Title: _____

By: 
Name: Gil Gibbs
Title: Vice President

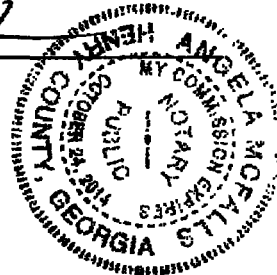
STATE OF Georgia
COUNTY OF DeKalb
TO WIT:

On this 14th day of March before me appeared Donna Askren, to me personally known, who being by me duly sworn, says that she is the Assistant Vice President of BANC OF AMERICA LEASING & CAPITAL, LLC, that said instrument was signed on March 14, 2011 on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

My commission expires:

Angela McFall
Notary Public



STB - (Subleasing)

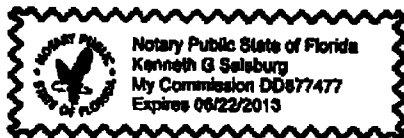
STATE OF FLORIDA
COUNTY OF DUVAL
TO WIT:

On this 14th day of March before me appeared GIL GIBBS, to me personally known, who being by me duly sworn, says that he is the VICE PRESIDENT of RAIL TRUSTS EQUIPMENT, INC. that said instrument was signed on March 14, 2011 on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

Kenneth G. Salsburg
Notary Public

My commission expires:



STB - (Subleasing)

EXHIBIT A
TO MEMORANDUM OF ASSIGNMENT OF SUBLEASES
DATED AS OF 3-14-11

Old	Marks	New	Marks
MPSX	93006	LIMX	2000
MPSX	93007	LIMX	2001
MPSX	93016	LIMX	2002
MPSX	93017	LIMX	2003
MPSX	93018	LIMX	2004
MPSX	93020	LIMX	2004
MPSX	93021	LIMX	2006
MPSX	93023	LIMX	2007
MPSX	93029	LIMX	2008
MPSX	93032	LIMX	2009
MPSX	93034	LIMX	2010
MPSX	93038	LIMX	2011
MPSX	93048	LIMX	2012
MPSX	93058	LIMX	2013
MPSX	93064	LIMX	2014
MPSX	93067	LIMX	2015
MPSX	93069	LIMX	2016
MPSX	93076	LIMX	2017
MPSX	93077	LIMX	2018
MPSX	93078	LIMX	2019
MPSX	93080	LIMX	2020
MPSX	93081	LIMX	2021
MPSX	93085	LIMX	2022
MPSX	93091	LIMX	2023
MPSX	93099	LIMX	2024
MPSX	93100	LIMX	2025
MPSX	93103	LIMX	2026
MPSX	93105	LIMX	2027
MPSX	93112	LIMX	2028
MPSX	93115	LIMX	2029
MPSX	93118	LIMX	2030
MPSX	93119	LIMX	2031
MPSX	93122	LIMX	2032
MPSX	93129	LIMX	2033
MPSX	93130	LIMX	2034
MPSX	93138	LIMX	2035
MPSX	93139	LIMX	2036
MPSX	93140	LIMX	2037
MPSX	93144	LIMX	2038
MPSX	93154	LIMX	2039
MPSX	93158	LIMX	2040
MPSX	93162	LIMX	2041
MPSX	93165	LIMX	2042
MPSX	93168	LIMX	2043
MPSX	93170	LIMX	2044
MPSX	93171	LIMX	2045

MPSX	93173	LIMX	2046
MPSX	93174	LIMX	2047
MPSX	93175	LIMX	2048
MPSX	93178	LIMX	2049
MPSX	93179	LIMX	2050
MPSX	93180	LIMX	2051
MPSX	93183	LIMX	2052
MPSX	93197	LIMX	2053
MPSX	93204	LIMX	2054
MPSX	93207	LIMX	2055
MPSX	93209	LIMX	2056
MPSX	93211	LIMX	2057
MPSX	93214	LIMX	2058
MPSX	93218	LIMX	2059
MPSX	93223	LIMX	2060
MPSX	93227	LIMX	2061
MPSX	93228	LIMX	2062
MPSX	93230	LIMX	2063
MPSX	97033	LIMX	2064

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 3/14/11



Robert W. Alvord